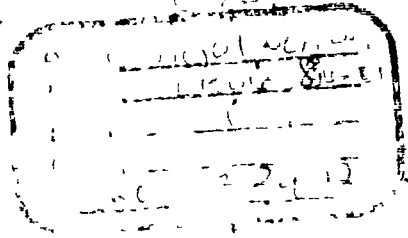


40115664



AMERICAN SMELTERS SECURITIES COMPANY.

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION
AMENDING PARAGRAPH THIRD THEREOF.

STATE OF NEW JERSEY, ss

The undersigned, American Smelters Securities Company, a corporation of the State of New Jersey, and Daniel Guggenheim and William E. Merriss, respectively, the President and Secretary of said Company, under its corporate seal, hereby certify as follows

(1) The location of the principal office of said Company in the State of New Jersey is at Number 15 Exchange Place, Jersey City, in the County of Hudson, in said State, and the name of the agent therein and in charge thereof, and upon whom process against said Company may be served, is John J. Treacy.

(2) The Board of Directors of said Company, at a meeting of said Board, duly called and held on March 18th, 1912, a quorum being present, by the unanimous vote of all the directors present, duly passed and adopted a resolution declaring that the amendments to, and changes and alterations in,

Handwritten signature: H. J. Treacy

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the certificate of incorporation of said Company, as amended by the certificates of amendment filed with the Secretary of State of the State of New Jersey on May 10th, 1905, and May 22nd, 1905, which are hereinafter set forth, are advisable, and calling a meeting of the stockholders of said Company to take action thereon, to be held at the principal office of said Company, at Number 15 Exchange Place, Jersey City, County of Hudson, State of New Jersey, on such date as might thereafter be designated by the President of said Company.

(3) Pursuant to said resolution, the President designated the 29th day of March, 1912, at eleven o'clock in the forenoon, as the date therefor, and a special meeting of the stockholders of said Company was called, in the manner prescribed by the by-laws of said Company, to be held at said date and at said principal office of said Company, and a notice thereof was mailed at least ten days before such meeting to every stockholder of record, having voting powers, pursuant to the provisions of the by-laws of said Company regulating such notice.

(4) At such special meeting, more than two-thirds in interest of each class of stockholders of said Company having voting powers, namely, the holders of _____ shares of the common stock of said Company, were present in person or represented by proxy, and voted in favor of, and also assented in writing to, the following amendments to, and changes and alterations in, the certificate of incorporation of said Company, as amended as aforesaid, which were accordingly adopted

(a) That sub-paragraph (g) of paragraph Third of the certificate of incorporation, as amended as aforesaid, be amended so as to read as follows

"To borrow or raise money for any purpose of the company, to secure the same and the interest accru-

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ing on any loan, and for that or any other purpose to mortgage or charge all or any part of the present or after acquired property, rights and franchises of the company, provided, however, that without the affirmative vote or consent in writing of the holders of a majority in amount of each class of preferred stock outstanding, the company shall not create any floating or funded indebtedness to an amount exceeding in the aggregate one-half of the capital stock outstanding at the time of the creation thereof."

(b) That paragraph Third of said certificate of incorporation as amended, be amended by adding thereto a new subparagraph to immediately follow sub-paragraph (n) of paragraph Third and to be designated sub-paragraph "(o)", and to read as follows:

"(o) To purchase from time to time any of the stock of the corporation for investment, or for present or ultimate retirement, or for any other lawful purpose, and to enter into any and all contracts with stockholders or others for the purchase of such stock for present or future delivery as may seem to such directors to be for the best interests of the company, such purchases, however, to be made only out of the net surplus of the company after payment of the dividends on the preferred stock herein provided for."

(5) The written assent to the foregoing amendments to, and changes and alterations in, the certificate of incorporation of said company, in person or by proxy, of more than two-thirds in interest of each class of the stockholders of said Company having voting powers, to wit, the holders of _____ shares of the common stock of said Company, is hereunto annexed.

IN WITNESS WHEREOF, this certificate has been signed by American Smelters Securities Company, by its President and by its Secretary, respectively, under its corporate seal, and the

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President and Secretary have hereunto signed their names, respectively, the 29th day of March, in the year one thousand nine hundred and twelve

AMERICAN SMELTERS SECURITIES COMPANY,

By

Samuel J. Guggenheim

President

W. E. Merriam

Secretary

Attest

W. E. Merriam

Secretary.

Samuel J. Guggenheim

President of American Smelters
Securities Company

W. E. Merriam

Secretary of American Smelters
Securities Company

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STATE OF NEW YORK, }
 County of New York, } ss.

BE IT REMEMBERED, that, on this 29th day of March, in the year one thousand nine hundred and twelve, before me, the subscriber, a notary public in and for the County and State aforesaid, personally appeared Daniel Guggenheim and William E. Merriess, who, I am satisfied are the persons named in and who executed the foregoing certificate, and the said Daniel Guggenheim, being to me known and known to me to be the President, and the said William E. Merriess, being to me known and known to me to be the Secretary of American Smelters Securities Company, the corporation named in and which executed the foregoing certificate; and I having first made known to them, and to each of them, the contents thereof, they did, thereupon, severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

And said William E. Merriess, being by me duly sworn according to law, upon his oath doth depose and say that he is the Secretary of American Smelters Securities Company, the corporation named in and which executed the foregoing certificate, that he knows the seal of said corporation, that the seal affixed to the foregoing certificate is such corporate seal, and that it was so affixed by order of said corporation, that Daniel Guggenheim is the President of said corporation, and that he saw said Daniel Guggenheim as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed said certificate and affixed said seal thereto, and delivered said certificate by the authority of the Board of Directors thereof, and with the assent of at least two-thirds in interest of each class of stockholders of said corporation having voting powers, as and for his voluntary act and deed, and the voluntary act

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and deed of said corporation, for the uses and purposes therein expressed, and that he, the said William E Merriss, thereupon subscribed his name thereto as a witness. And said William E Merriss further says that the written assent of the stockholders hereunto annexed was signed, either in person or by proxy, duly constituted and thereunto duly authorized, by more than two thirds in interest of each class of the stockholders of said corporation having voting powers, to wit, the holders of *249.995* shares of the common stock of said Company

Subscribed and sworn to before me at the City of New York, County and State of New York, this *29* day of March, 1912

Thomas E Feil

Notary Public, Kings Co., N. Y. #97
Certificate filed in Kings Co.

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State of New York,
County of New York, }

No. 9038

Form 4

I, WILLIAM F. SCHNEIDER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, do hereby CERTIFY, That

Thomas E. Fell
has filed in the Clerk's Office of the County of New York, a certified copy of his appointment and qualification as Notary Public for the County of *Livingston* with his autograph signature, and was at the time of taking the annexed deposition duly authorized to take the same, and that I am well acquainted with the handwriting of said Notary Public, and believe that the signature to the annexed certificate is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the *29* day of *March* 191*2*

114 Wm F. Schneider Clerk

Company

Subscribed and sworn to before me at the City of New York, County and State of New York, this *29* day of March, 1912

Thomas E. Fell

Notary Public, Livingston Co., N. Y., #*97*
Notary Public, Livingston Co.

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AMERICAN SMELTERS SECURITIES COMPANY

ASSENT OF STOCKHOLDERS

TO

AMENDMENT OF CERTIFICATE OF INCORPORATION
AMENDING PARAGRAPH THIRD THEREOF

We, the subscribers, being more than two-thirds in interest of each class of the stockholders of American Smelters Securities Company having voting powers, at a special meeting of the stockholders of said corporation, regularly called for the purpose, voted in favor of the following amendments to, and changes and alterations in, the certificate of incorporation of said Company, as amended by the certificates of amendment of the certificate of incorporation filed with the Secretary of State of the State of New Jersey on May 10th, 1905, and May 22nd, 1905

(1) That sub-paragraph (g) of paragraph Third of the certificate of incorporation, as amended as aforesaid, be amended so as to read as follows

"To borrow or raise money for any purpose of the company, to secure the same and the interest accruing on any loan, and for that or any other purpose to mortgage or charge all or any part of the present or after acquired property, rights and franchises of the company, provided however, that without the affirmative vote or consent in writing of the holders of a majority in amount of each class of preferred stock outstanding, the company shall not create any floating or funded in-

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debtedness to an amount exceeding in the aggregate one-half of the capital stock outstanding at the time of the creation thereof "

(2) That paragraph Third of said certificate of incorporation as amended, be amended by adding thereto a new sub-paragraph to immediately follow sub-paragraph (n) of paragraph Third and to be designated sub-paragraph " (o) " and to read as follows

"(o) To purchase from time to time any of the stock of the corporation for investment, or for present or ultimate retirement, or for any other lawful purpose, and to enter into any and all contracts with stockholders or others for the purchase of such stock for present or future delivery as may seem to such directors to be for the best interests of the company, such purchases, however, to be made only out of the net surplus of the company after payment of the dividends on the preferred stock herein provided for "

And we do now hereby give our written assent to said amendments to, and changes and alterations in, the certificate of incorporation of said Company as amended as aforesaid.

Dated March 22, 1912

Names	Number of Shares, Common
Edward Bruch Proxy	
for Two hundred ninety	
nine thousand nine hundred	
and ninety two shares of	
common stock as per list	
attached	299,992.
Edward Bruch	1
John J. Lee	1
W. E. Mc...	1
	120 / 116
	1111111

List of Stockholders

AMERICAN SMELTERS SECURITIES COMPANY

COMMON STOCK

Voted by Edward Brush as proxy,
at Special Meeting of Stockholders
held March 29th, 1912.

American Smelting & Refining Co., 165 Broadway, N. Y. City	299,980
Joseph Glendenin, 165 Broadway, N. Y. City	1
S. W. Eccles, 165 Broadway, N. Y. City	1
Anton Wilers, 165 Broadway, N. Y. City	1
Daniel Guggenheim, 165 Broadway, N. Y. City	1
Isaac Guggenheim, 165 Broadway, N. Y. City	1
Morris Guggenheim, 165 Broadway, N. Y. City	1
Solomon R. Guggenheim, 165 Broadway, N. Y. City	1
Franklin Guiterman, Denver, Colo.	1
John K. MacGowan, 165 Broadway, N. Y. City	1
Wm. C. Potter, 165 Broadway, N. Y. City	1
Barton Sewell, 165 Broadway, N. Y. City	1
Charles W. Whitley, c/o A. S. & R. Co., Salt Lake City, Utah	1
Total	299,992

G. F. Kellum

C. B. Beach

*Inspector of Votes Election
at Special Meeting of
Stockholders of the
American Smelters Securities Co.
held March 29th, 1912*

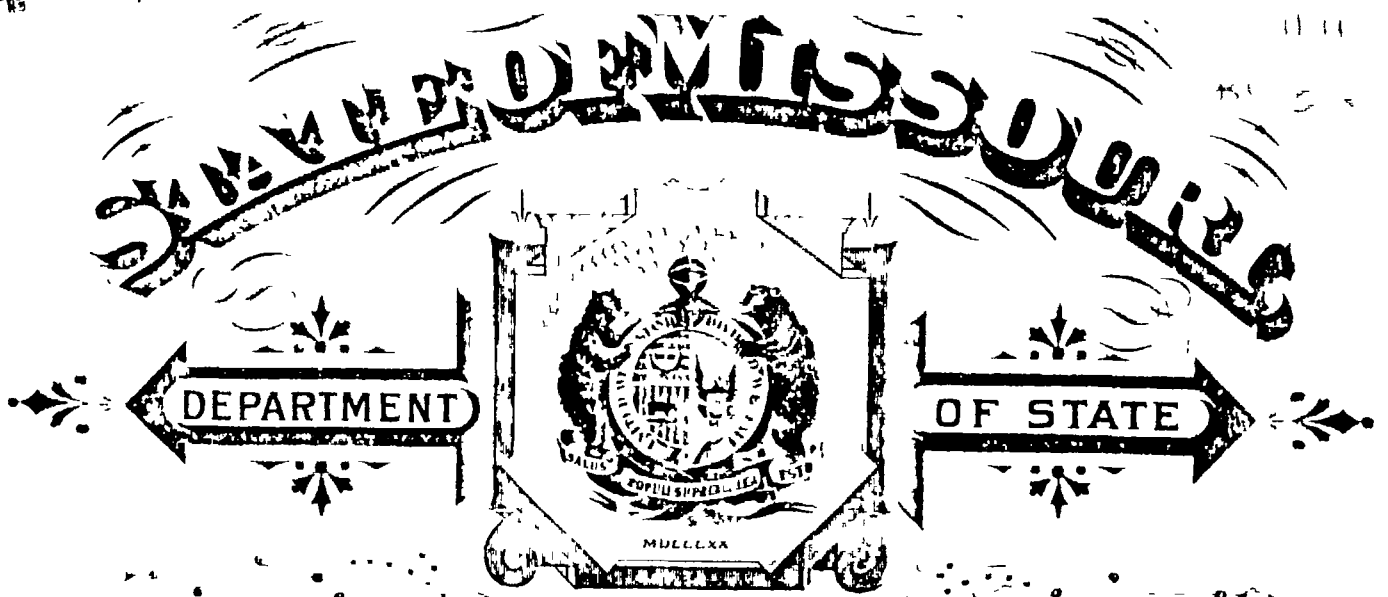
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Handwritten notes and scribbles in the upper left quadrant.

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Handwritten signature or initials on the right side.

RECEIVED AND RECORDED
JUN 28 1940
U.S. DEPT. OF JUSTICE



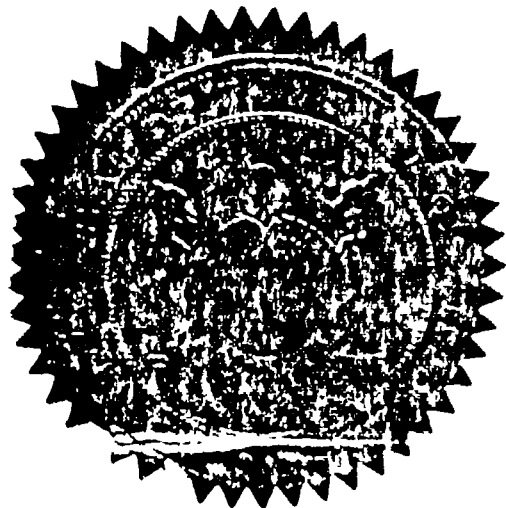
To all to Whom these Presents shall Come:

I, Cornelius Roach, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, hereby certify that the annexed pages contain a full, true and complete copy of Articles of Incorporation in re CHANUTE SPELTER COMPANY, filed May 21, 1915, and record of Certificate of Incorporation issued thereon May 21st, 1915.

40115663



as the same appears on file and of record in this office.



In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this Twenty-First day of May, A.D. 1915. Hundred and Fifteen.

Cornelius Roach
L. J. Powers

SECRETARY OF STATE

CHIEF CLERK

Certificate of Incorporation.

Whereas, *An association organized under the name of*
CHANUTE SPELTER COMPANY

has filed in the office of the Secretary of State, Articles of Association or Agreement in writing, as provided by law, and has in all respects complied with the requirements of law governing the formation of Private Corporations for

Manufacturing and Business Purposes;

NOW, THEREFORE, I, CORNELIUS ROACH, Secretary of State of the State of Missouri, in virtue and by the authority of law, do hereby certify that said Association has, on the date hereof, become a body corporate, duly organized, under the name of

CHANUTE SPELTER COMPANY

located at ST. LOUIS and is entitled to all the rights and privileges granted to Manufacturing and Business Corporations under the laws of this State for a term of FIFTY years and that the amount of the Capital Stock of said Corporation is FIVE THOUSAND - - - - - DOLLARS

IN TESTIMONY WHEREOF, I hereunto set my hand and

affix the Great Seal of the State of Missouri. Done

[SEAL]

at the City of Jefferson, this 21st

day of May - - - A. D. Nineteen Hundred

and Fifteen.

CORNELIUS ROACH

Secretary of State.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, desirous of forming a corporation under the laws of Missouri, and more particularly under the provisions of Article VII, Chapter 33, Revised Statutes of Missouri, 1909, and amendments thereto, governing manufacturing and business companies, have entered into the following agreement:

FIRST: That the name of the corporation shall be
CHANUTE SPELTER COMPANY.

SECOND: That the corporation shall be located in the City of St. Louis, State of Missouri.

THIRD: That the amount of the capital stock is Five Thousand Dollars (\$5000.00), divided into fifty shares (50 shares) of the par value of One Hundred Dollars (\$100) each; that the whole thereof has been in good faith subscribed, and that the whole thereof has been actually paid up in lawful money of the United States and is in the custody of the persons named as the first Board of Directors or Managers.

FOURTH: That the names, places of residence of the shareholders, and the number of shares subscribed by each are:

NAME	RESIDENCE	NO. OF SHARES.
Sol. Roos,	St. Louis, Mo.	48 shares.
William Simon,	St. Louis, Mo.	1 share.
Edgar R. Rombauer,	St. Louis, Mo.	1 "

FIFTH: That the Board of Directors shall consist of three shareholders and the names of those agreed on for the first year are Sol Roos, William Simon and Edgar R. Rombauer.

SIXTH: That the corporation shall continue for a term of fifty (50) years.

SEVENTH: That the corporation is formed for the following purposes : To engage in the business of conducting a zinc smelting plant and in the conduct thereof to purchase and sell all forms of zinc and zinc products; to purchase and sell ore and ore products; to acquire oil and gas leases and open up wells thereon and generally to have all powers that are necessary for or incident to the purposes for which the corporation is formed.

IN TESTIMONY WHEREOF we have hereunto set our hands

this 18th day of May, 1915.

EDGAR R. ROMBAUER
SOL. ROOS
WM. SIMON.

STATE OF MISSOURI,)
 (SS.
CITY OF ST. LOUIS.)

On this 18th day of May, A.D. 1915, before me personally appeared Sol. Roos, William Simon and Edgar R. Rombauer, to me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed. In Testimony Whereof, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

My Commission expires Sept. 4, 1918.

Copy of Seal

Joseph T. Davis,
Notary Public.

Joseph T. Davis,)
Notary Public,)
City of St. Louis, Mo.)

State of Missouri,)
 (SS.
City of St. Louis.)

The undersigned, Sol Roos, William Simon and Edgar Rombauer, being all of the subscribers, including parties selected as directors for the first year to the above and foregoing Articles of Agreement for the incorporation of the Chanute Spelter Company, being duly sworn upon their oaths ____ did say that the statements and matters set forth therein are true.

EDGAR R. ROMBAUER,
SOL. ROOS,
WM. SIMON.

Subscribed and sworn to before me this 18th day of May A.D.,
1915. My commission expires Sept. 4, 1918.

Copy of Seal

Joseph T. Davis,
Notary Public.

Joseph T. Davis,)
Notary Public,)
City of St. Louis, Mo.)

Filed & Recorded May 19th 1915, at 9.05 A.M.- Chas.F.Joy, Recorder

STATE OF MISSOURI,)
 (SS.
City of St. Louis.)

I, the undersigned, Recorder of Deeds for said City and

State, do hereby certify the foregoing to be a true copy of the Articles of Incorporation of the CHANUTE SPELTER CO., together with acknowledgment, affidavit and date of filing and recording thereof, as the same remains of record in my office in Corporation Book 51, Page 380.

Witness my hand and official seal this 19th day of May A.D., 1915.

Chas.F.Joy, Recorder.

(SEAL)
(10¢ Revenue Stamp)

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAY 21 1915

CORNELIUS ROACH

SECRETARY OF STATE.

No. 21271

Articles of Association

Edmund

Miller

Company

Location St. Louis

Capital, \$ 50.00

For a term of 20 years

Ed.

FILED AND CERTIFICATE IN
INCORPORATION ISSUED

MAY 21 1915

Charles L. Smith
Secretary